COMBINED DECLARATION AND POWER OF ATTORNEY

| As a be | elow named inventor, I hereby de | eclare that: | |
|-------------------|---|--------------------------------------|----------------------------|
| My resi | idence, post office address, and ci | itizenship are as stated be | low next to my name; and |
| | believe that I am an original, fir which a patent is sought on the | | he subject matter which is |
| | | ROSS-MARKETING CTRONIC COUPONS | |
| the specification | on of which: | | |
| <u>X</u> is a | attached hereto. | | |
| - | was filed onas amended on(if | s Application Serial No applicable). | and was |
| | y state that I have reviewed and necluding the claims, as amended | | |
| | wledge the duty to disclose to the ility of this application as define | | nown to me to be material |
| for patent or inv | v claim foreign priority benefits u ventor's certificate listed below an ventor's certificate having a filing | d have also identified belo | ow any foreign application |
| Country | Number | Date Filed | Priority Claimed |
| | | | |
| | | | |

DOCKET NO. 1159-0003

PATENT

I hereby claim the benefit under 35 U.S.C. § 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of 35 U.S.C. § 112, I acknowledge the duty to disclose material information as defined in 37 CFR § 1.56 which occurred between the filing date of the prior application and the national or PCT international filing date of this application:

| Application Serial No. | Filing Date | Status (patented, pending) |
|------------------------|-------------|----------------------------|
| 60/093,813 | 07/23/98 | Pending |
| . 4.4 | | |

I hereby appoint the following attorneys and/or agents to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith: STEVEN W. SMITH, Reg. No. 36,684 and Shreen K. Danamraj, Reg. No. 41,696 of the firm Smith & Danamraj, P.C., 12900 Preston Road, Suite 1200, LB-15, Dallas, TX 75230-1320.

Address all telephone calls and correspondence to:

Steven W. Smith SMITH & DANAMRAJ, P.C. 12900 Preston Road, Suite 1200, LB-15 Dallas, Texas 75230-1328 (972) 720-1202, ext. 229

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

| | G. Randy Nicholson | Stan Nichter | 2/16/29 |
|---|---|----------------------|--------------------|
| | Full Name | Inventor's Signature | Date |
| 1 | 32 Pinehurst Abilene, TX 79606 USA Residence | | USA Citizenship |
| | 32 Pinehurst Abilene, TX 79606 USA Post Office Address- | | · |